

**Exhibit A**

The Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,<sup>31</sup>

Debtors.

Case No. 23-90147

Jointly Administered

(Chapter 7)

Judge Eduardo V. Rodriguez

**ORDER AUTHORIZING EMPLOYMENT OF GREENBERG TRAURIG, LLP  
AS SPECIAL LITIGATION COUNSEL**

Upon the application (the “Application”)<sup>2</sup> of Janet S. Northrup, the Chapter 7 Trustee (the “Trustee”) for Mountain Express Oil Company, *et al.* (the “Debtors”) for entry of an order pursuant to sections 327(c) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the retention and employment of the law firm of Greenberg Traurig as special litigation counsel for the Trustee, effective as of November 11, 2023; and upon reviewing and considering the Application and the Elrod Declaration; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and the Court having determined that the legal and factual bases set forth in the Application and the Elrod Declaration establish just cause for the relief granted herein; and the Court having found that

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<sup>1</sup> A complete list of each of the Debtors in these Chapter 7 cases may be obtained on the Court’s website at [www.ecf.txsb.uscourts.gov](http://www.ecf.txsb.uscourts.gov). The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these Chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

(i) Greenberg Traurig does not represent any party in interest having an adverse interest concerning these Cases and (ii) Greenberg Traurig is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code; and any objections to the relief requested by the Application having been overruled or withdrawn; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is hereby approved as set forth herein.
2. Pursuant to sections 327(c) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Trustee is authorized to retain and employ Greenberg Traurig as its special litigation counsel, effective as of November 11, 2023, on the terms set forth in the Application.
3. Greenberg Traurig shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.
4. Notwithstanding anything to the contrary in the Application or the E Declaration, Greenberg Traurig shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.
5. Greenberg Traurig will review its files periodically during the pendency of these Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Greenberg Traurig will use

reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

6. To the extent the Application or the Elrod Declaration is inconsistent with this Order, the terms of this Order shall govern.

7. The Trustee and Greenberg Traurig are authorized to take all actions each of them deems necessary and appropriate to effectuate the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated \_\_\_\_\_, 2023

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HONORABLE EDUARDO V. RODRIGUEZ  
UNITED STATES BANKRUPTCY JUDGE